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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	
	:	Chapter 11
SEARS HOLDINGS CORPORATION, et al.,	:	
	:	Case No. 18-23538 (RDD)
	:	
Debtors.¹	:	(Jointly Administered)
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**NOTICE OF ASSUMPTION AND ASSIGNMENT
OF ADDITIONAL DESIGNATABLE LEASES**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

1. Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), filed a motion, dated November 1, 2018 (ECF No. 429) (the “**Sale Motion**”) seeking, among other things, the entry of an order pursuant to sections 105, 363 and 365 of the United States Bankruptcy Code, 11 U.S.C. §§ 101, *et seq.* (the “**Bankruptcy Code**”), Rules 2002, 6004, 6006, 9007, and 9008 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rules 6004-1, 6005-1 and 6006-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “**Local Rules**”), authorizing and approving the sale of the Acquired Assets and the assumption and assignment of certain executory contracts and unexpired leases of the Debtors in connection therewith.

2. On January 18, 2019, the Debtors filed and served on the applicable counterparties the *Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Global Sale Transaction* (ECF No. 1731) (the “**Initial Notice**”).

3. On January 23, 2019, the Debtors filed and served on the applicable counterparties the *Supplemental Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Global Sale Transaction* (ECF No. 1774) (the “**Supplemental Notice**”).

4. On January 31, 2019, the Debtors filed and served on the applicable counterparties the *Second Supplemental Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Global Sale Transaction* (ECF No. 2314) (the “**Second Supplemental Notice**”).

5. On March 5, 2019, the Debtors filed and served on the applicable counterparties the *Third Supplemental Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Global Sale Transaction* (ECF No. 2753) (the “**Third Supplemental Notice**”).

6. On March 29, 2019, the Debtors filed and served on the applicable counterparties the *Fourth Supplemental Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Global Sale Transaction* (ECF No. 2995) (the “**Fourth Supplemental Notice**”).

7. On April 9, 2019, the Debtors filed and served on the applicable counterparties the *Fifth Supplemental Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Global Sale Transaction* (ECF No. 3097) (the “**Fifth Supplemental Notice**”).

8. On April 11, 2019, the Debtors filed and served on the applicable counterparties the *Sixth Supplemental Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Global Sale Transaction* (ECF No. 3152) (the “**Sixth Supplemental Notice**” and together with the Initial Notice, the Supplemental Notice, the Second Supplemental Notice, the Third Supplemental Notice, the

Fourth Supplemental Notice, and the Fifth Supplemental Notice, the “**Assumption and Assignment Notices**”).

9. On February 8, 2019, the *Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors’ Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection Therewith, and (IV) Granting Related Relief* (the “**Sale Order**”) (ECF No. 2507)² was entered by the Court.

10. In accordance with the terms of the Sale Order, Buyer may designate Additional Contracts and Designatable Leases (collectively, the “**Additional Assigned Agreements**”) for assumption and assignment for up to sixty (60) days after the Closing Date (the “**Designation Rights Period**”), which occurred on February 11, 2019. The Debtors and Buyer agreed to an extension of the Designation Rights Period and, on April 12, 2019, the Debtors filed the *Notice of Amendment to Asset Purchase Agreement Extending Certain Deadlines* (ECF No. 3171), which extended the Designation Rights Period to May 3, 2019 for certain Designatable Leases and to May 13, 2019 for certain Additional Contracts.

11. On April 2, 2019, the Court entered the *Order (I) Authorizing Assumption and Assignment of Certain Executory Contracts and Leases and (II) Granting Related Relief* (the “**Assumption and Assignment Order**”) (ECF No. 3008).

12. Paragraphs 26 and 27 of the Assumption and Assignment Order establish a noticing procedure for assumption and assignment of Additional Assigned Agreements.

13. In accordance with the Sale Order and the Assumption and Assignment Order, Buyer has designated for assumption and assignment certain additional Designatable Leases (the “**Additional Designatable Leases**”), which are listed on Exhibit 1 hereto. The Buyer also seeks assumption and assignment of any unknown unexpired leases, to which a Debtor is a party, associated with the owned real properties listed on Exhibit 2 hereto (the “**Unknown Leases**”). The Buyer, or an affiliated entity, shall be the relevant Assignee for each Additional Designatable Lease and Unknown Lease.

14. Each of the Additional Designatable Leases listed on Exhibit 1 was listed on an Assumption and Assignment Notice that was previously filed with the Bankruptcy Court and served on the applicable Counterparty. All objection periods related to the Initial Notice, the Supplemental Notice, the Second Supplemental Notice, the Third Supplemental Notice, and the Fourth Supplemental Notice have expired. All Additional Designatable Leases listed in Exhibit 1 shall be deemed to include any and all applicable supplements, amendments, and/or addenda.

15. To the extent a counterparty to an Additional Designatable Lease properly filed and served a Cure Objection, and to the extent such counterparty is entitled to assert a Cure Objection under the Fifth Supplemental Notice or the Sixth Supplemental Notice, or an additional objection to cure costs or assumption and assignment that could not have been raised

² Capitalized terms used but not defined herein have the meanings ascribed to them in the Sale Order.

in its prior objection, in accordance with paragraph 34 of the Sale Order and paragraph 26 of the Assumption and Assignment Order, such counterparty shall file and serve such objection (a “**Supplemental Objection**”) in accordance with the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) so as to be filed and received no later than April 23, 2019 at 4:00 p.m. (Eastern Time) (the “**Supplemental Objection Deadline**”). To the extent the Debtors and the Buyer become aware of an Unknown Lease with a Cure Cost, the Buyer shall pay such Cure Cost in accordance with the Assumption and Assignment Order. With respect to Additional Designatable Leases or Unknown Leases that are among two or more Debtors, if any, this notice shall serve as notice of the assumption and assignment of the interests of each such Debtor (as lessee or lessor, as applicable) in such Additional Designatable Lease or Unknown Lease.

16. If a Cure Objection or a Supplemental Objection has been timely filed and served with respect to an Additional Designatable Lease listed on Exhibit 1, the lease that is the subject of the Cure Objection or Supplemental Cure Objection may be removed from the list of Additional Designatable Leases listed on Exhibit 1 at any time prior to the Assumption Effective Date for such Additional Designatable Lease, as determined in accordance with paragraph 27 of the Assumption and Assignment Order, or, to the extent it remains unresolved, such Cure Objection or Supplemental Objection shall be set for a hearing (the “**Hearing**”) before the Honorable Robert D. Drain, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, Courtroom 118, 300 Quarropas Street, White Plains, New York, 10601-4140 (the “**Bankruptcy Court**”) on a date to be scheduled.

17. If a timely Cure Objection is not filed (or any such objection is withdrawn or resolved) and the Supplemental Objection Deadline is not applicable to an Additional Designatable Lease, the Assumption Effective Date for any such Additional Designatable Lease or Unknown Lease shall be the date that this notice is filed with the Court.

Dated: April 15, 2019
New York, New York

/s/ Jacqueline Marcus
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Exhibit 1

Additional Designatable Leases

Sears Holdings Corporation
Supplemental Cure Noticing
Real Estate Leases

No.	Store Number	Store Name	State	Debtor Counterparty(s)	Counterparty Name	Contract Title	Contract Expiration Date	Debtor's Interest	Cure Amount
1	490	HOFFMAN ESTATES	IL	SEARS HOLDINGS MANAGEMENT CORPORATION	ARAMARK SERVICES (C3)	FOOD SERVICE TENANCY	12/31/14 (MTM)	LESSOR	\$ -
2	490	HOFFMAN ESTATES	IL	SEARS HOLDINGS MANAGEMENT CORPORATION	ARAMARK SERVICES (JAVA CITY)	FOOD SERVICE TENANCY	12/31/14 (MTM)	LESSOR	\$ -
3	490	HOFFMAN ESTATES	IL	SEARS HOLDINGS MANAGEMENT CORPORATION	AXA ADVISORS, LLC	ATRIUM LICENSE AGREEMENT	9/30/15 (MTM)	LESSOR	\$ -
4	490	HOFFMAN ESTATES	IL	SEARS HOLDINGS MANAGEMENT CORPORATION	THE SALVATION ARMY	PARKING LOT ARRANGEMENT	6/30/2099	LESSOR	\$ -
5	3544	SALEM	VA	KMART CORPORATION	NAIL TIPS	TENANCY	N/A	LESSOR	\$ -
6	26734	SANFORD	FL	SEARS ROEBUCK AND CO.	FIELDS CHRYSLER-JEEP-DODGE SANFORD	TENANCY	11/30/2027	LESSOR	\$ -
7	30934	NORTH MEMPHIS	TN	KMART CORPORATION	C&T ENTREPRENEURS INC	TENANCY	N/A	LESSOR	\$ -
8	31900	STERLING	IL	KMART STORES OF ILLINOIS, LLC	MY NAILS	TENANCY	N/A	LESSOR	\$ -

Exhibit 2

Owned Real Property

1. Owned Real Property With Known Leases

Store #	City	ST	Assignee
490	Hoffman Estates	IL	TF Hoffman Estates IL LLC
1011	Grandville	MI	Transform SR LLC
1012	Des Moines	IA	Transform SR LLC
1023	Dulles/ Loudoun County	VA	TF Sterling VA LLC
1029	Spokane	WA	Transform SR LLC
1068	Palmdale	CA	TF Palmdale CA LLC
1074	Waldorf/St Charles	MD	Transform SR LLC
1077	Shreveport	LA	Transform SR LLC
1092	Westland(Detroit)	MI	Transform SR LLC
1110	Portage	MI	Transform SR LLC
1120	Columbus	OH	Transform SR LLC
1136	Hoover (Birmingham)	AL	TF Riverchase AL LLC
1139	Tukwila	WA	Transform SR LLC
1171	Springfield	MO	Transform SR LLC
1187	Mesquite	TX	Transform SR LLC
1192	Muskegon	MI	Transform SR LLC
1224	Harrisburg	PA	TF Harrisburg PA LLC
1268	Buena Park	CA	Transform Operating Stores LLC
1271	Littleton	CO	TF Littleton CO LLC
1278	Torrance	CA	Transform Operating Stores LLC
1285	Orlando- South	FL	TF Orlando-South FL LLC
1297	Hurst	TX	Transform SR LLC
1314	New Brunswick	NJ	Transform SR LLC
1317	El Paso	TX	Transform SR LLC
1354	Willow Grove	PA	TF Willow Grove PA LLC
1364	Lake Grove	NY	TF Lake Grove NY LLC
1407	Beaumont	TX	Transform SR LLC
1443	Manchester	CT	TF Manchester CT LLC
1447	Hulen	TX	Transform SR LLC
1460	Livonia	MI	TF Livonia MI LLC
1475	Durham	NC	Transform Saleco LLC
1570	Schaumburg	IL	Transform SR LLC
1590	Saginaw	MI	TF Saginaw MI LLC

1595	Greenville	SC	Transform SR LLC
1610	Cincinnati Northgate	OH	Transform Saleco LLC
1634	Baltimore	MD	Transform SR LLC
1650	Merrillville	IN	Transform SR LLC
1710	North Olmsted	OH	Transform SR LLC
1764	Rockaway	NJ	Transform SR LLC
1800	Mishawaka	IN	Transform SR LLC
1804	Barboursville	WV	TF Barboursville WV LLC
1853	Wilmington	DE	TF Wilmington DE LLC
1854	Parkville	MD	Transform SR LLC
1974	Roanoke	VA	TF Roanoke VA LLC
2092	Appleton	WI	TF Appleton WI LLC
2183	S Portland	ME	TF South Portland ME LLC
2191	Lincoln	NE	TF Lincoln NE LLC
2290	Michigan City	IN	Transform SR LLC
2309	Silverdale	WA	Transform SR LLC
2497	Brownsville	TX	Transform SR LLC
2934	Taunton	MA	Transform SR LLC
3088	Kenosha	WI	TF Kenosha WI LLC
3433	Holyoke	MA	TF Holyoke MA LLC
3544	Salem (Store Closing)	VA	Transform Saleco LLC
3722	Burlington	WA	TF Burlington WA LLC
4395	Cudahy	WI	TF Cudahy WI LLC
4857	Desert Hot Springs	CA	TF Desert Hot Springs CA LLC
6298	Sparks	NV	Transform Distribution Center Holdco LLC
8217	Ft. Worth	TX	Transform SR LLC
8245	St. Petersburg	FL	TF Seminole FL LLC
8702	Minneapolis	MN	Transform SR LLC
8717	Houston	TX	Transform SR LLC
8755	Tucker	GA	Transform SR LLC
8935	Rio Piedras	PR	Transform SHS Properties LLC
8975	Rio Piedras	PR	Transform Distribution Center Holdco LLC
9255	Palmer	MA	Transform Operating Stores LLC
9394	Fajardo	PR	Transform Operating Stores LLC
26185	Clarksville	IN	Transform Saleco LLC
30934	N Memphis	TN	Transform Saleco LLC
61540	Indianapolis	IN	Transform Saleco LLC

2. Owned Real Property With No Known Leases

Store #	City	State	Assignee
449	Delano	CA	TF Delano CA LLC
470	Manteno	IL	Transform Saleco LLC
1015	Vero Beach	FL	TF Vero Beach FL LLC
1032	Brooklyn Center	MN	TF Brooklyn Center MN LLC
1055	Coral Springs	FL	TF Coral Springs FL LLC
1075	Daytona Beach	FL	Transform Saleco LLC
1093	Springfield	MA	TF Springfield MA LLC
1100	Flint	MI	TF Flint MI LLC
1121	Independence	MO	TF Independence MO LLC
1175	Merritt Island	FL	TF Merritt Island FL LLC
1209	Long Beach	CA	TF Long Beach CA LLC
1216	Memphis/Southland	TN	TF Memphis TN LLC
1255	Citrus Park	FL	TF Citrus Park FL LLC
1261	Midwest City	OK	Transform Saleco LLC
1293	Robinson Twp	PA	TF Robinson Twp PA LLC
1353	De Witt/Syracuse	NY	Transform Saleco LLC
1370	Eastland	OH	Transform Saleco LLC
1437	Arlington/Parks	TX	TF Arlington TX LLC
1485	Orange Pk	FL	TF Orange Pk FL LLC
1514	Niagara Falls	NY	Transform Saleco LLC
1555	Sanford	FL	TF Sanford FL LLC
1588	Phoenix Metro Ctr.	AZ	TF Phoenix AZ LLC
1598	City of Industry	CA	TF City of Industry CA LLC
1635	Jacksonville	FL	TF Jacksonville FL LLC
1675	Knoxville East Town	TN	TF Knoxville TN LLC
1744	Ocean	NJ	TF Ocean NJ LLC
1788	Richmond	CA	Transform Operating Stores LLC
1795	Myrtle Beach	SC	TF Myrtle Beach SC LLC
1863	Johnstown	PA	Transform Saleco LLC
2065	Brunswick	GA	TF Brunswick GA LLC
2135	Sebring	FL	Transform Operating Stores LLC
2232	Madison-East	WI	TF Madison WI LLC
2242	Billings	MT	TF Billings MT LLC
2288	Antioch	CA	TF Antioch CA LLC
2299	Aberdeen	WA	Transform Operating Stores LLC
2332	San Antonio	TX	Transform Saleco LLC
2374	Vineland	NJ	Transform Saleco LLC
2432	La Crosse	WI	TF La Crosse WI LLC
2451	Greeley	CO	Transform Saleco LLC

2500	Duluth	MN	TF Duluth MN LLC
2632	Fairview Hts	IL	Transform Saleco LLC
2815	Albany	GA	TF Albany GA LLC
2885	Port Richey	FL	TF Port Richey FL LLC
2940	Franklin	OH	Transform Saleco LLC
3213	Southaven	MS	Transform SHS Properties LLC
3368	Redlands	CA	TF Redlands CA LLC
3853	Guayama	PR	Transform Operating Stores LLC
3968	Wasco	CA	Transform Saleco LLC
4019	Melbourne	FL	Transform SHS Properties LLC
4206	Warren	MI	TF Warren MI LLC
4457	Hayward	CA	TF Hayward CA LLC
4726	Jamestown	NY	TF Jamestown NY LLC
6062	Tinley Park	IL	Transform Distribution Center Holdco LLC
6303	Bangor	ME	Transform Saleco LLC
6579	Spokane	WA	Transform Saleco LLC
6874	Houston	TX	Transform Saleco LLC
7435	Hialeah	FL	Transform SHS Properties LLC
7439	Council Bluff	IA	Transform Saleco LLC
7705	Tamuning	GU	TF Tamuning GM LLC
8035	College Park	GA	Transform SHS Properties LLC
8038	El Cajon	CA	Transform SHS Properties LLC
8098	San Bernardino	CA	Transform SHS Properties LLC
8106	Birmingham	AL	Transform SHS Properties LLC
8137	Houston	TX	TF Houston TX Two LLC
8167	Houston	TX	Transform SHS Properties LLC
8171	Overland Park	KS	Transform SHS Properties LLC
8247	Dickinson	TX	Transform SHS Properties LLC
8254	Rochester	NY	Transform SHS Properties LLC
8289	Manteno	IL	TF Manteno IL LLC
8292	Ocala	FL	TF Ocala FL LLC
8305	Warren	OH	TF Warren OH LLC
8345	Virginia Beach	VA	Transform SHS Properties LLC
9385	Clio	MI	TF Clio MI LLC
24025	Longwood	FL	Transform SHIP Properties LLC
26596	Memphis/Hickory	TN	Transform Saleco LLC
26717	Newport News	VA	Transform Saleco LLC
26987	Chicago	IL	Transform Saleco LLC
30900	New Lenox	IL	Transform Saleco LLC
30918	Jackson	MI	Transform Saleco LLC
30920	Chicago	IL	Transform Saleco LLC

30927	Macomb	IL	Transform Saleco LLC
30949	Natchez	MS	Transform Saleco LLC
31900	Sterling	IL	Transform Saleco LLC
31914	Round Lake Beach	IL	TF Round Lake Beach IL LLC
31930	Hialeah	FL	Transform Saleco LLC
38480	Troy	MI	TF Troy MI LLC
49027	Round Rock	TX	TF Round Rock TX LLC
61030	Chicago	IL	Transform Saleco LLC
61106	Jackson	MS	Transform Saleco LLC
61237	Houston	TX	Transform Saleco LLC
61510	Calumet City	IL	Transform Saleco LLC
68235	Phoenix	AZ	Transform Saleco LLC